

BOARD OF TRUSTEES
The MetroHealth System

Date: November 28, 2018

Time: 8:00 a.m.

Place: The MetroHealth System Board Room

Present: Ms. Anderson, Ms. Dee, Mr. Hurwitz, Mr. McDonald, Mr. Monnolly, Mr. Moss, Dr. Silvers, Ms. Whiting

Staff: Dr. Boutros, Dr. Boulanger, Ms. Brown, Dr. Chehade, Mr. Jones, Ms. Kline, Mr. Phillips, Ms. Platten, Mr. Richmond, Mr. Stern, Ms. Wahl, Dr. Watts, Dr. Werner

Guests: Mr. Brian M. O'Neill, Chair, Board of Directors, The MetroHealth Foundation;
Dr. Patricia Thomas, Vice Dean of Medical Education, Case Western Reserve University School of Medicine
Kashim Skeete, Senior Vice President Sales Executive, U.S. Trust
Raju Patel, Senior Vice President Ohio and Indiana, Bank of America
Jeneen Marziani, Senior Vice President, Bank of America Ohio Market President

MINUTES OF MEETING

The meeting was called to order by Mr. McDonald at 8:10 a.m.

(The minutes are written in a format conforming to the printed meeting agenda for the convenience of correlation, recognizing that some of the items were discussed out of sequence.)

1. Minutes

The Board approved the Minutes of the Regular Meeting of October 24, 2018.
RESOLUTION 19240.

2. Approval of the Board 2019 Schedule of Meetings

The Board approved The MetroHealth System Board of Trustees 2019 Schedule of Meetings.
RESOLUTION 19241.

3. Bank of America \$1 Million Check Presentation to Campus Transformation Campaign

Representatives from the Bank of America Charitable Foundation to present the \$1 million anchor grant to support the Transformation and expand services to Dr. Akram Boutros, Vanessa Whiting, and Tom McDonald were Brian O'Neill, Chair of The MetroHealth Foundation, Kashim Skeete, U.S. Trust, Senior Vice President Sales Executive, Raju Patel, Senior Vice President Ohio and Indiana for Bank of America, and Jeneen Marziani, Senior Vice President, Bank of America Ohio Market President. Dr. Boutros stated that there were approximately 92 applicants for this grant, and it recognizes institutions doing excellent work in the community and he, the Board and MetroHealth leadership expressed their appreciation and thanks to Bank of America.

4. Consent Agenda

A. Audit and Compliance Committee - No Meeting

B. Community Engagement Committee - No Meeting

C. Diversity Committee - Canceled

D. Executive Committee - No Meeting

E. Facilities and Space Committee

1. The Board unanimously approved the amendment of the agreement with HGA Architects and Engineers, LLC to provide additional architectural and engineering services for the Campus Transformation Project. The total fees for this additional work shall not exceed \$63,200, for a total amended fee amount not to exceed \$31,856,153, to be paid out of capital funds previously approved through Board Resolution 19088. RESOLUTION 19242.
2. The Board unanimously approved the amendment of the agreement with Turner Construction Company to provide additional pre-construction services to support the Design Assist requirements for the Campus Transformation Project. The total fees for this additional work shall not exceed \$130,490 for a total amended fee amount not to exceed \$131,642,015 to be paid out of capital funds previously approved through Board Resolution 19088. RESOLUTION 19243.
3. The Board unanimously approved the purchase of Builder's Risk insurance from AIG Insurance Company with total policy limits of \$533,455,144 with a deductible of \$25,000 over a policy period of January 2, 2019, through December 21, 2023, for a premium not to exceed \$737,675, to be paid out of capital funds previously approved through Board Resolution 19088. RESOLUTION 19244.
4. The Board unanimously approved three leases to establish clinical service locations more fully described in Attachment A. RESOLUTION 19245.

F. Finance Committee - No Meeting

G. Legal and Government Relations Committee - No Meeting

H. Nominating Committee - No Meeting

I. Patient Experience Committee - None

J. Quality and Safety Committee - None

5. President and CEO's Report

Dr. Boutros began his report by informing the Board that gratitude was extended to all employees by distributing approximately 7,800 Giant Eagle gift cards to employees to thank them for all the hard work and extra effort and time donated throughout the year, noting several hundred employees donated their cards back to assist the Social Work Department to help families during the Thanksgiving and holiday seasons. Western Reserve Area Agency on Aging unexpectedly donated 150 free turkeys to patients, and Mary Anne McKay arranged for staff in a very short time to distribute those turkeys in one day. It was rewarding to see joy on patients' faces and the impact it made in families' lives. Dr. Boutros stated that many MetroHealth employees and MetroHealth programs received recognition, noting one special to him and MetroHealth being Dr. Terry Stancin who received the 2018 National Compassionate Caregiver of the Year Award out of the all the caregivers in the United States. MetroHealth received a Human Rights Campaign Corporate Equality Award for work MetroHealth does on behalf of the LGBTQ community. Lastly, MetroHealth submitted its first application to be considered for the World's Most Ethical organization. Reference was made to of additional information located in the President's Report.

6. Nursing/Magnet Report - Melissa Kline, Chief Nursing Officer

Ms. Kline began her report by stating that on November 1, 2018, Kelly Seibold received the Ohio Organization of Nurse Executive's Aspiring Leader Award, and that she was also mentioned in Crain's Cleveland Business November 19, 2018, issue as one of the Forty Under 40 honorees. Christopher Seminatore, Nurse Manager at the Cleveland Heights Emergency Department, received the Ohio March of Dimes Nurse of the Year Award for quality risk management and infection control. MetroHealth's Trauma ICU received the Silver Beacon Award from the American Association of Critical Care Nurses for standard of excellence in patient care environments by collecting and using evidence-based information to improve patient outcomes, patient and staff satisfaction, and creditability with consumers; this award also signifies a positive and supportive work environment with collaboration between colleagues and leaders, higher moral and lower turnover.

7. Medical Staff

A. Report of Medical Staff President - Dr. Sandra Werner

Dr. Werner reported that the Medical Staff met on Tuesday evening, November 27, 2018, and, in continuing efforts in promoting patient safety, recognized one of MetroHealth's greeters, Rose Lee, with the second Great Catch Safety Award for her recognition of someone in immediate danger of relapsing into a substance abuse situation and assisted in getting the individual to the Office of Opioid Safety to get help, noting she also received a baseball with Dr. Boutros' signature. There was a discussion involving moving forward on sharing notes with patients through MyChart to begin in January in anticipation of joining other institutions in Ohio and nationally. Medical Staff Members being recognized are Dr. Joan Papp, Director of the Opioid Safety Office, named a 2018 Community Leader of the Year by Cleveland Magazine, and Doreen Dever Papajcik, one of MetroHealth's APRNs, won the Advanced Practice Registered Nurse Above and Beyond Award for sustained efforts to promote green initiatives for health and well-being and social justice. Dr. Werner also reminded everyone of the Medical Staff holiday party. At the request of Dr. Werner, Mr. McDonald made a motion and the Board unanimously approved the Medical Staff Appointments and Actions for November 2018, as well as the Medical Executive Committee Minutes of October 12, 2018.

B. Approval of Medical Staff Providers Appointments and Actions - November 2018

1. The Board unanimously approved the Medical Staff Providers Appointments and Actions for November 2018. RESOLUTION 19246.

C. Medical Executive Committee Minutes - October 12, 2018

D. Report of Case Western Reserve University (CWRU), School of Medicine - Dr. Patricia Thomas

Dr. Thomas began her report by stating that 100 percent of the Physician Assistant graduates passed their licensure examinations, noting a great mark for CWRU's first class and currently recruiting the largest class of 48 students. CWRU School of Medicine broke a record for receiving over 7,500 medical school applications this year. The annual medical education retreat is being held on March 19, 2019, noting it is a free CME event in which CWRU will be inviting all teaching faculty to attend with the theme focusing on how to integrate basic science information and health system science as a new thread in curriculum into clinical reasoning for all trainees.

8. Audit and Compliance Committee - No Meeting

9. Community Engagement Committee - No Meeting

10. Diversity Committee - Rescheduled to December 19, 2018

11. Executive Committee - No Meeting

12. Facilities and Space Committee

A. Report of Committee Chairperson Monnolly

Mr. Monnolly began his report with a Facilities update that the South Campus had a gas outage for approximately two and a half hours due to Dominion Gas shutting down the wrong valve while doing work, and it took some time to relight everything needed and keep the building safe. The Facilities Department is having multiple problems with leaks and water line problems with the old plumbing system. Construction gave a report on the new parking garage that opened on November 17, 2018, noting access right now to the garage is off MetroHealth Drive or Valentine Drive and that it is for employees only. He indicated the new garage includes a bridge that leads into the hospital on the corridor or hallway nearest the cafeteria, an electric car charging station, oversized parking for pick-up trucks and large SUVs, and a dedicated bike rack. Upon entering the garage, there is a reader board indicating how many spaces are available on each floor for ease of parking. With respect to the Campus Transformation, the design development will be completed in December, and the Southpoint Parking Garage permanently closed on November 26, 2018. The elevated bridge connecting to the existing hospital will be demolished on December 15, 2018, and the demolition of the garage will start on December 17, 2018. Each of the consent items were then discussed individually. Mr. Jones reported that the permit from ODOT is in process and will allow continuation of work to be done on what was called View Road around the south end of the campus, noting the permit is needed to tie the storm drain and service road access into ODOT's system.

B. Non-Consent Agenda

1. Action Items - None
2. Information Items
 - a. Facilities Management Update
 - b. Campus Transformation Update

13. Finance Committee - No Meeting

14. Legal and Government Relations Committee - No Meeting

15. Nominating Committee - No Meeting

16. Patient Experience Committee

A. Report of Committee Chairperson Dee

Ms. Dee stated that Mr. McDonald was Chair of the November 14, 2018, Patient Experience Committee and that she attended and will give the report. The Patient Experience Story was deferred to another meeting due to a heavy agenda. Seona Goerndt, Director of Patient Experience, provided an update to the structure of the Office of Patient Experience, and noted that Arts in Medicine under Linda Jackson and Guest and Volunteer Services under Becky Moldaver have been added to the Office of Patient Experience.

Ms. Goerndt provided an overview of the 2018 Patient Experience Consumer Report by The Beryl Institute that reflects how health care consumers everywhere make decisions where to receive their health care, as well as identifying what is most important to their health care experience. Across all generations, The Beryl Consumer Report indicated the number one priority for health care is that consumers feel that providers are listening to

patients, which aligned with MetroHealth's patient and staff focus group findings in 2016. Jennifer Lastic, the Patient Experience Supervisor, provided an update on Welcome Listen Care Program, noting 85 percent of sites participating in these sessions are achieving consistent improvement with matters relating to clerk helpfulness and 54 percent of sites seeing consistent improvement with nurses listening carefully and showing courtesy and respect to patients. In September a pilot was completed at the Rocky River Health Center that included providers, and an update to the program will include providers going forward.

Linda Jackson, Director of Arts in Medicine, provided an update on the growth and evolution of MetroHealth's creative art therapies programs, noting art and music therapists are on track to exceed 5,200 patient visits in 2018, an increase from the 3,586 patient visits in 2015. Ms. Jackson indicated art and music therapy are provided throughout MetroHealth and various sites in the community with services being available in all inpatient acute care units, all ICUs, inpatient rehab, outpatient cancer care, and through Victim of Crime Act (VOCA) funding. Ms. Goerndt provided an update to Volunteer and Guest Services on behalf of Becky Moldaver, Director of Volunteer Services, noting the trauma services network was awarded the American Hospital Association's Hospital Award for Volunteer Excellence, the nation's top award for health care volunteer programs. MetroHealth's nutrition and dietetic programs recruited seven volunteers at area universities to assist with the operation of the new Food as Medicine Clinic. Jennifer Lastic provided an update on the Patient and Family Advisor Program, noting 42 active advisors who are consumers of MetroHealth are participating on approximately 30 counsels and committees, projects, and story sharing engagements with 340 volunteer hours year to date. Lastly, Jennifer Lastic was invited to write an article and present a coaching webinar in 2018 on the topic of patient and family advisors serving on leaders' board for the Ohio Hospital Association Health Improvement Innovation Network.

B. Non-Consent Agenda

1. Action Items - None
2. Information Items
 - a. Patient Experience Story
 - b. Updated Structure for The Office of Patient Experience
 - c. Overview of the 2018 Patient Experience Consumer Report by The Beryl Institute
 - d. Welcome. Listen Care. Update
 - e. Arts in Medicine
 - f. Volunteer/Guest Services
 - g. Patient and Family Advisor Update

17. Quality and Safety Committee

A. Report of Committee Chairperson Moss

Mr. Moss reported the Quality and Safety Committee met on November 14, 2018. Dr. Michelle Hecker described the purpose of the MetroHealth Antimicrobial Stewardship Team (MAST), which includes the optimization of individual patient antibiotic use, organizational coordination of antibiotic utilization, and cost analysis and savings. MAST attributed over \$1,000,000 in direct drug cost savings due to these reviews. Plans to expand the MAST program in the future will include neonatal intensive care, emergency medicine, and ambulatory care. Matthew Kaufmann provided an update on MetroHealth's triennial Joint Commission Survey results, noting MetroHealth has received full accreditation status. Mr. Kaufmann also provided a review of the 2018 Quality Goals and Patient Safety Goals through the third quarter, noting MetroHealth was one point away from Target in the Adult Primary Care and Pediatric Wellness Goal of 33 points. MetroHealth is at six points which is achieving stretch in the Hospital-Acquired Reduction Goal (known as "CAUTI & CLABSI"). Patient Safety updates focused on two matters: MetroHealth joined the Vizient Patient Safety Organization (PSO), which allows

organizations to improve safety and quality by creating a legally secure environment where Metrohealth can voluntarily report, aggregate and analyze data with their own health care organizations; and Dr. Joseph Golob, Medical Director for Patient Safety, outlined a framework for safe and reliable care that focuses on leadership, culture, and a process for ongoing organizational learning. Areas of focus for 2019 include psychological safety, accountability, teamwork, and communication. Lastly, ideas were provided by Board Members on MetroHealth's goals for 2019, which included focusing on improvements in measures with both patient safety and financial implications and consideration of multiple scorecards to track current and past performance measures.

B. Non-Consent Agenda

1. Action Items - None
2. Information Items
 - a. Antimicrobial Stewardship
 - b. The Joint Commission
 - c. Organizational Quality Goals
 - d. Vizient PSO Membership
 - e. Patient Safety: Swarming in 2019
 - f. 2018 Patient Safety and Quality Goals Reflection and Lessons Learned

18. External Affairs Report - Elizabeth Allen, Senior Vice President, External Affairs

Dr. Boutros stated with Ms. Allen's pending retirement, MetroHealth is reviewing the restructuring of the marketing and communication function as well as Government Relations and the community relations function. The community relations function encompasses a hundred plus programs throughout MetroHealth, and there are discussions with the Dyad, Drs. Boutros and Chehade, Ms. Platten, and Ms. Brown concerning the formation of the Center for Health Equity and Social Determinants of Health. An agreement has been reached with Case Western Reserve Mandel School of Applied Social Sciences, and MetroHealth is co-leading the community trauma initiative, noting approximately 50 organizations are already involved outside and throughout the community and MetroHealth's aim is to manage the events in community trauma.

19. Foundation and System Philanthropy Report - Kate Brown - President, The MetroHealth Foundation and MHS Chief Development Officer

Ms. Brown stated that The MetroHealth Foundation (Foundation) held a board retreat on November 6, 2018. Brian O'Neill, Rob Durham, and Kate Brown had the opportunity to travel to Columbus on November 14, 2018 and meet with some potential funders who are interested in MetroHealth and the work being completed. The Foundation received the first grant from The SunTrust Foundation in the amount of \$20,000 to support the completion of the science lab at the Lincoln-West School of Science and Health; Jim Geuther, a Foundation board member, assisted in the facilitation of this first-time gift to MetroHealth. The Fred A. Lennon Charitable Trust, established from the Swagelok Company, has reconfirmed that they will be making a second \$1 million grant, paid over four years, to MetroHealth to support Dr. Chae and Dr. Peckham in their work in functional electrical stimulation (FES).

Mr. O'Neill, Chair of The MetroHealth Foundation, stated that the Foundation board retreat was a positive step in gaining momentum on fundraising. The positive publicity and the awards received concerning MetroHealth has had a positive impact not only on fundraising but also board recruitment. The Foundation has been working with Falls Communication as the outside communications consultant to address the message to the public concerning the Campus Transformation campaign.

20. Other Board Items - None

1. The Board unanimously approved the engagement of Cain Brothers as the System's consultants for continuing care activities, for total costs not to exceed \$600,000, plus

reasonable out-of-pocket expenses, and over a period not to exceed 24 months, to be paid out of general operating funds. RESOLUTION 19247.

2. The Board unanimously approved the engagement of Alston & Bird as professional consultants for the System's federal government relations activities, for total costs not to exceed \$360,000, plus reasonable out-of-pocket expenses, over a period not to exceed 24 months, to be paid out of general operating funds. RESOLUTION 19248.
3. The Board unanimously approved certain capital improvements and purchases, for the items, purposes, and aggregate costs as detailed in Attachment A, to be paid out of available capital funds, and subsequently reimbursed through fund sources indicated in Attachment A. RESOLUTION 19249.

Executive Session

A motion was unanimously passed by roll call vote to go into Executive Session to discuss trade secrets and matters required to be kept confidential by law.

Following the Executive Session, the meeting reconvened in open session at approximately 9:40 a.m.

The Chair noted that Dr. Boutros and the Chief Risk Officer had made a detailed presentation concerning the System's annual review and selection of liability insurance policies. There being no further questions, the Board unanimously approved the purchase of certain liability insurance policies for The MetroHealth System, as more fully described in Attachment A. RESOLUTION 19250.

The Board then unanimously approved the purchase of Professional Liability and General Liability insurance policies for The MetroHealth System from Lloyd's of London with up to \$75,000 deductible per claim plus an inner aggregate deductible of up to \$150,000 per claim with a \$450,000 annual aggregate with a premium not to exceed \$315,000 and limits of \$3MM per claim; \$5 MM aggregate for Professional Liability and a limit of \$1 MM per claim; \$3 MM aggregate for General Liability. RESOLUTION 19251.

The Chair noted that Dr. Boutros and the Chief Legal Officer had provided further discussions and review of transaction structures for the System. There being no further questions, the Board unanimously approved the terms of transaction structure described in Attachment A for the purpose of providing The MetroHealth System options in connection with potential collaborative affiliations with nonprofit health providers, hospitals and health systems. RESOLUTION 19252.

The meeting adjourned at approximately 9:45 a.m.

NEXT MEETING: January 23, 2019 (WEDNESDAY) - 8:00 a.m.

The MetroHealth System

Respectfully submitted,

Thomas McDonald, Chairperson

Akram Boutros, M.D., FACHE
President and Chief Executive Officer